MARVEL COMICS
Captain America
#39
WWW.MARVEL.COM
JURGENS
LAYTON
DIRECT EDITION
03911
7 59606 04455 9
$2.25 US $3.50 CAN

IN 1940, AS AMERICA PREPARED FOR WAR, A FRAIL YOUNG MAN VOLUNTEERED FOR AN EXPERIMENT THAT TRANSFORMED HIM INTO THE ULTIMATE PHYSICAL SPECIMEN -- THE AMERICAN SUPER SOLDIER! STEVE ROGERS THEN BATTLED THE NAZIS UNTIL A FREAK MISHAP PLACED HIM IN SUSPENDED ANIMATION FOR DECADES. WHEN HE AWAKENED, ROGERS WAS TRULY A MAN OUT OF TIME; THOUGH NO LESS COMMITTED TO FIGHTING THE EVILS OF THIS PERILOUS NEW ERA. STAN LEE PRESENTS:
CAPTAIN AMERICA!
I'M CAPTAIN AMERICA.
AND I HAVE A JOB TO DO.
I DIDN'T EXPECT THE DAY TO END UP LIKE THIS.
I WANTED A DAY OFF.
A DAY WITHOUT THE UNIFORM.

**CAPTAIN AMERICA® Vol. 3, No. 38, March, 2001.** (ISSN #0274-5267) Published by MARVEL COMICS. Bill Jemas, President; Frank Fochette, Senior Vice President, Publishing; Joe Quesada, Editor-in-Chief; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. **PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.** Published monthly. Copyright © 2001 Marvel Characters, Inc. All rights reserved. Price $2.25 per copy in the U.S. and $3.50 in Canada. Subscription rate for 12 issues: U.S. $27.00; Canadian subscribers must add $10.00 for postage and GST. GST #R127032852. Foreign, $39.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. CAPTAIN AMERICA (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. **POSTMASTER: SEND ADDRESS CHANGES TO CAPTAIN AMERICA, c/o MARVEL DIRECT MARKETING CORP. SUBSCRIPTION DEPT. P.O. BOX 1979 DANBURY, CT. 06813-1979.** **TELEPHONE # (203) 743-5331. FAX # (203) 744-3944. Printed in Canada.** MARVEL COMICS is a division of MARVEL ENTERPRISES, INC. Peter Cuneo, Chief Executive Officer; Avi Arad, Chief Creative Officer.

A DAY TO BE STEVE ROGERS AND NOTHING MORE.

I SHOULD HAVE KNOWN BETTER.

DESPITE **YEARS** IN THIS BUSINESS, I COULD COUNT MY DAYS OFF ON ONE HAND.

MAYBE EVEN ON ONE FINGER.

PEOPLE THINK OF ME AS A LEADER... A MAN WHO FIGHTS FOR WHAT IS RIGHT.

I WON'T EVER LET THOSE PEOPLE DOWN.

# A GULF SO WIDE

DAN JURGENS writer/artist
BOB LAYTON inker
TODD KLEIN letterer
DIGITAL CHAMELEON colors
BRIAN SMITH asst. ed.
BOBBIE CHASE editor
JOE QUESADA editor in chief

SOME OF THEM FIGHT BESIDE ME. S.H.I.E.L.D.'S BEST, LIKE DUM DUM DUGAN, HAS BEEN AT MY SIDE SINCE **WW II**.

KEEP MOVIN', YOU SLACKERS! DON'T LET 'EM DRAW A BEAD ON YA!

S.H.I.E.L.D. STANDS FOR STRATEGIC HAZARD INTERVENTION ESPIONAGE LOGISTICS DIRECTORATE.

IT MEANS GUYS LIKE CAMERON KLEIN ARE SUPER COPS, CHARGED WITH KEEPING AMERICA SECURE!

GIVE ME A BREAK, DUGAN! THIS IS MY FIRST FIELD MISSION!

THEIR BOSS IS SHARON CARTER. PROBABLY THE **SECOND** BEST INTELLIGENCE OPERATIVE I'VE EVER MET.

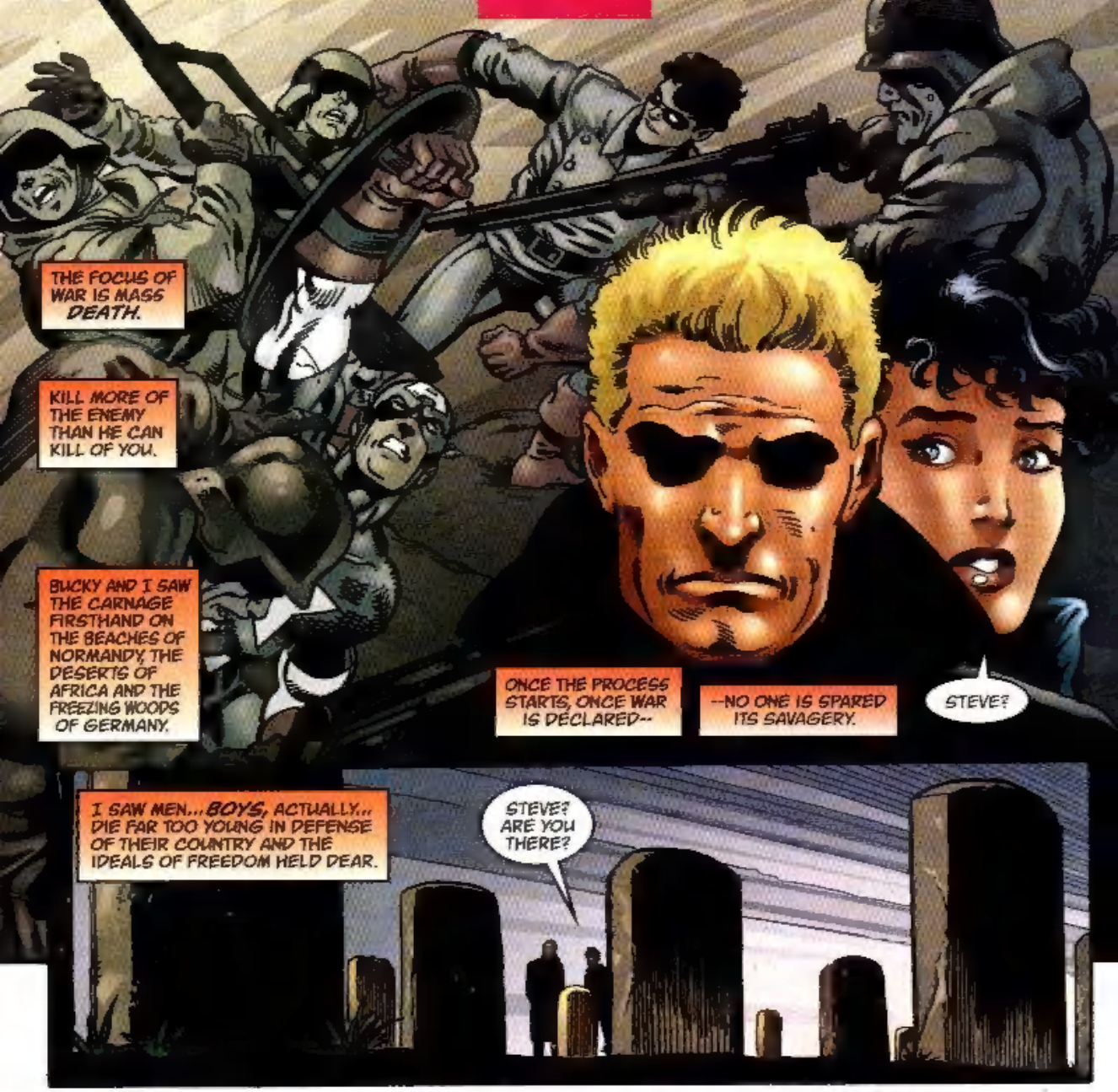
CAP! THESE A.I.M. SENTRIES WILL WIN THIS **WAR** IF WE DON'T STOP THEM SOON!

WAR.

I REGRET HER USE OF THAT TERM.

JUST AS I REGRET PEOPLE DESCRIBING FOOTBALL GAMES AND WRESTLING MATCHES AS WAR.

I KNOW WAR.
AS LETHAL AS THIS IS, WAR IS SOMETHING FAR, FAR WORSE.
TRUE WAR IS ABOUT DEATH AND SUFFERING.
ABOUT HORRIBLE MISERY INFLICTED ON THE HUMAN BODY AND SPIRIT BY FELLOW MEN.
IT'S ABOUT LIVING LIKE AN ANIMAL IN THE RAIN, MUCK AND MIRE.
IT TURNS PROUD CITIES INTO BATTLEFIELDS RESEMBLING ALIEN LANDSCAPES MORE THAN COMMUNITIES OF MEN, WOMEN AND CHILDREN.
I WAS REMINDED OF ALL THAT EARLIER TODAY AT THE FINAL RESTING PLACE FOR THOSE WHO PAY WAR'S ULTIMATE PRICE.
ARLINGTON NATIONAL CEMETERY, VIRGINIA.
IT'S RIGHT OVER HERE, STEVE.


THE FOCUS OF WAR IS MASS DEATH.
KILL MORE OF THE ENEMY THAN HE CAN KILL OF YOU.
BUCKY AND I SAW THE CARNAGE FIRSTHAND ON THE BEACHES OF NORMANDY, THE DESERTS OF AFRICA AND THE FREEZING WOODS OF GERMANY.
ONCE THE PROCESS STARTS, ONCE WAR IS DECLARED--
--NO ONE IS SPARED ITS SAVAGERY.
STEVE?


I SAW MEN... BOYS, ACTUALLY... DIE FAR TOO YOUNG IN DEFENSE OF THEIR COUNTRY AND THE IDEALS OF FREEDOM HELD DEAR.
STEVE? ARE YOU THERE?

ONE IN PARTICULAR.

STEVE!
I...I'M SORRY, CONNIE. ARLINGTON HAS A PROFOUND IMPACT ON ME.
I UNDERSTAND, STEVE. IT'S MY BROTHER WE'VE COME TO SEE.

DAVID, YOU SAID HE DIED IN A MILITARY HAZING INCIDENT.
YES. HIS GRAVE IS RIGHT OVER HERE.
THIS HAS ALWAYS BEEN...PAINFUL FOR ME, STEVE. THANKS FOR COMING ALONG.

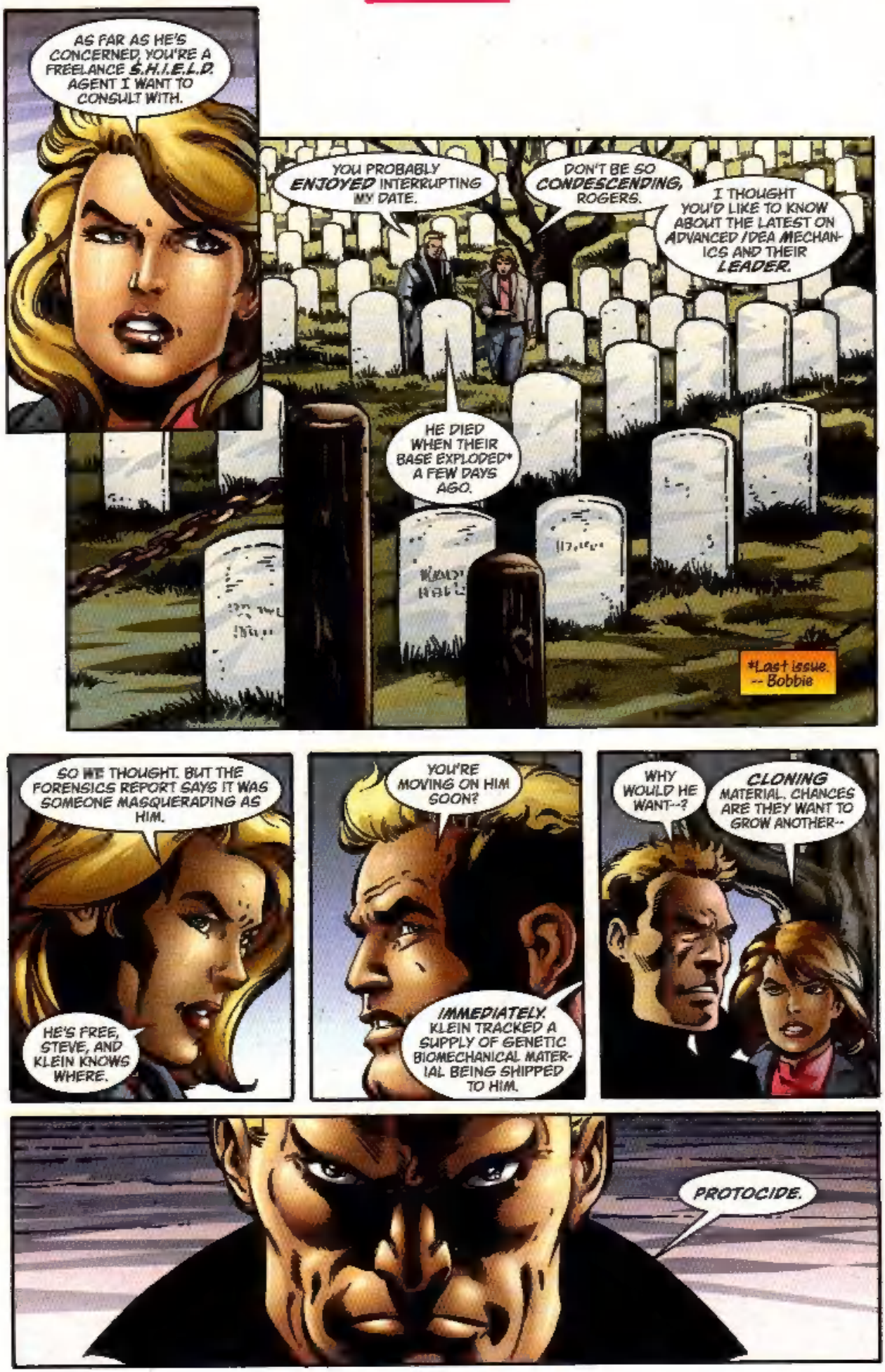
WATCHING HER SUFFER LIKE THIS...I CAN'T HELP BUT WONDER HOW A MAN COULD HURT HIS FAMILY LIKE THIS.
THE BEST INTELLIGENCE OPERATIVE I EVER MET, NICK FURY, THINKS DAVID IS ALIVE.

HE ALSO CALLS DAVID A THREAT TO U.S. SECURITY. IF THAT'S TRUE...
STEVE ROGERS! IS THAT REALLY YOU?
WHO--?!

CAN YOU BELIEVE IT, SHARON? WHO'D HAVE THOUGHT WE'D RUN INTO STEVE HERE?
YOU HAVEN'T MOVED TO WASHINGTON, HAVE YOU, STEVE?
KLEIN AND CARTER?! THIS MEANS TROUBLE.

FRIENDS OF YOURS, STEVE?
YEP! WHY, WE GO WAYYY BACK! COME WITH ME AND I'LL TELL YOU ALL HIS LITTLE SECRETS!

WHAT'S THE STORY, SHARON? YOU DIDN'T TELL KLEIN I'M--!
CAPTAIN AMERICA? OF COURSE NOT!


AS FAR AS HE'S CONCERNED, YOU'RE A FREELANCE S.H.I.E.L.D. AGENT I WANT TO CONSULT WITH.
YOU PROBABLY ENJOYED INTERRUPTING MY DATE.
DON'T BE SO CONDESCENDING, ROGERS.
I THOUGHT YOU'D LIKE TO KNOW ABOUT THE LATEST ON ADVANCED IDEA MECHANICS AND THEIR LEADER.
HE DIED WHEN THEIR BASE EXPLODED* A FEW DAYS AGO.
*Last issue. -- Bobbie
SO WE THOUGHT. BUT THE FORENSICS REPORT SAYS IT WAS SOMEONE MASQUERADING AS HIM.
HE'S FREE, STEVE, AND KLEIN KNOWS WHERE.
YOU'RE MOVING ON HIM SOON?
IMMEDIATELY. KLEIN TRACKED A SUPPLY OF GENETIC BIOMECHANICAL MATERIAL BEING SHIPPED TO HIM.
WHY WOULD HE WANT--?
CLONING MATERIAL. CHANCES ARE THEY WANT TO GROW ANOTHER--
PROTOCIDE.

MY TEAM LEAVES IN ONE HOUR. IF YOU WANT IN, THERE'S A SEAT ON THE PLANE WITH YOUR NAME ON IT.
UNLESS YOU HAVE MORE IMPORTANT THINGS TO DO.
BAD NEWS, CONNIE. I'M AFRAID I HAVE TO--
BRRRTTT
OF ALL THE TIMES FOR MY PHONE TO RING!

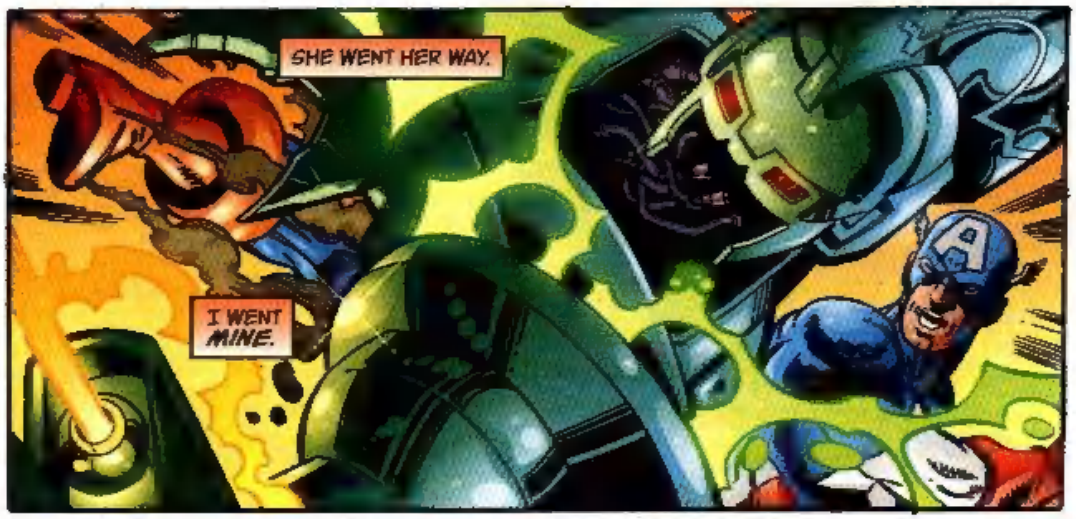
SORRY, BUT I BETTER TAKE THIS. FERRARI SPEAKING.
CONNIE, IT'S CHET MADDEN! MORE BAD NEWS, KIDDO!
DETAILS, CHET.

THE FEDS ARE ON ME AGAIN AND THIS TIME THEY HAVE AN ARREST WARRANT.
YOU GOT ME OUT OF THE SOUP BEFORE AND I NEED YOU TO DO IT AGAIN!
WHERE ARE YOU?

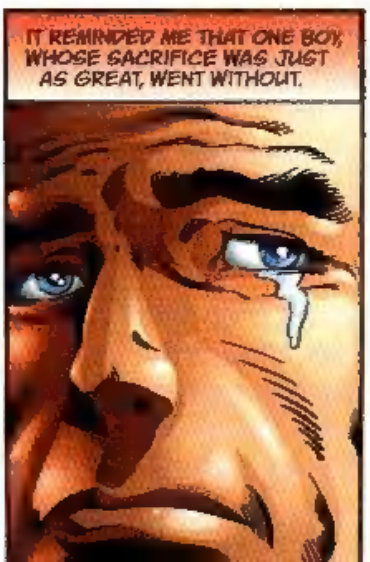
MY IOWA FACTORY. HOW SOON CAN YOU GET HERE?
I'LL BE ON THE FIRST PLANE I CAN FIND, CHET!

I HAVE TO GO. HE'S MY BIGGEST CLIENT BY FAR.
NOT PROTECTING THE GUILTY, I HOPE.

MORE LIKE PROTECTING THE RIGHTS EACH AND EVERY ONE OF US ARE GUARANTEED BY THE UNITED STATES OF AMERICA.
NOT A GOOD WAY TO END A DATE.
BUT IT GAVE ME THE CHANCE TO GET IN ON THIS.


SHE WENT HER WAY.
I WENT MINE.

BUT BEFORE I LEFT, I REALIZED SOMETHING FOR THE FIRST TIME.
ALL THE MEN BURIED HERE WERE LAID TO REST WITH THE HONORS THEY DESERVED.


IT REMINDED ME THAT ONE BOY, WHOSE SACRIFICE WAS JUST AS GREAT, WENT WITHOUT.

HE FOUGHT FOR HIS COUNTRY AS VALIANTLY AS ANYONE.
BUT HE RECEIVED NO MEDAL.
NO HONORS.
NO RECOGNITION.
NOT EVEN A GRAVE TO MARK THE FACT HE WAS EVER BORN!

BUCKY BARNES.
MY PARTNER AND FRIEND.
WHEN HE DIED FIGHTING THE BARON ZEMO--
--THEY NEVER EVEN FOUND HIS BODY!
TO THIS DAY, IT'S AS THOUGH NO ONE HONORS THE SACRIFICE HE MADE--
--BUT ME!

AND THAT JUST ISN'T ENOUGH.
THE FIRST LEVEL IS SECURED! KEEP MOVING!
HAVEN'T SEEN HIDE NOR HAIR OF A.I.M.'S HEAD MAN, BOSS!
WE'D BETTER FLUSH HIM INTO THE OPEN BEFORE HE GIVES US THE SLIP AGAIN!
THIS COMPLEX IS ENORMOUS! HOW DO YOU KNOW WHICH WAY TO GO?
EASY, KLEIN. WHEN YOU WANNA FIND THE HEAD HONCHOS--
--JUST MAKE TRACKS FOR THE SECTION THAT'S BEST GUARDED!
YEAH, BUT I DON'T SEE ANYTHING!
K-CHAK!
TIK!
YOU WERE SAYIN'?
WE'RE SITTING DUCKS! TAKE COVER!
KLEIN'S A GOOD MAN, BUT UNTIL TODAY HE'S BEEN RIDING A S.H.I.E.L.D. DESK.
YOU MIGHT BE ABLE TO DUCK PROBLEMS IN THE OFFICE...
T-CHOW
KZZZT

...BUT IN THE FIELD, IT DOESN'T WORK THAT WAY.
STAY BACK UNTIL I TAKE OUT THIS WEAPONS POD!
I NEED TWO THINGS.
PERFECT TIMING--
--AND PERFECT AIM.
CHAKAK!
FORTUNATELY, I HAVE BOTH.
NICE.
EVEN THOUGH I'VE SEEN YOU WORK DOZENS OF TIMES--
--YOU STILL NEVER CEASE TO AMAZE ME.
DON'T GET OVERCONFIDENT. PAST EXPERIENCE WITH A.I.M. TELLS ME THERE'S MORE TO COME.

WHOA!
YOU HAVE THEIR PLAYBOOKS OR WHAT, CAP?
[redacted]ACE YOURSELVES! THIS COULD [redacted] A LONG FALL!
I EXPECT TROUBLE AT THE END OF THE DROP.
SOME KIND OF HELL WE CAN'T ESCAPE FROM.
I DIDN'T EXPECT IT TO BE SO LITERAL.
THIS...CAN'T POSSIBLY BE WHAT IT LOOKS LIKE!
EASY, KLEIN! DON'T LOSE YOUR COOL!
HARD TO DO [redacted] THERE ARE BODIES CRAWLIN' OUTTA THE GROUND!
WELCOME. SOON, YOU SHALL BE AMONG THEIR RANKS.
MEPHISTO!
OH, LORD--!

THOSE WHO ENTER MY DOMAIN ARE NEVER TO LEAVE.
SUCCUMB TO MY AGENTS SO THAT YOUR SOULS WILL SOON BE COUNTED AS MY PROPERTY.
CAP! DON'T JUST STAND THERE! DO SOMETHING!
A.I.M. COULDN'T POSSIBLY BE ALLIED WITH MEPHISTO.
HE WOULDN'T GIVE THEM THE TIME OF DAY.
THAT MEANS THERE'S ANOTHER EXPLANATION.
AND I HAVE A GOOD HUNCH AS TO WHAT--OR WHO IT IS.
SOMEONE I RAN INTO A FEW WEEKS AGO.
A TRICKSTER OF THE MIND--
--AND SENSES.
NICE TRY, CACHE, BUT I'M NOT BUYING!
SHOW YOURSELF!

VERY WELL.
I CONGRATULATE YOU, CAPTAIN AMERICA.
THOUGH I FULLY EXPECTED YOU TO SEE THROUGH MY ILLUSION--
--I THOUGHT I HAD MORE TIME.
DO WHAT YOU WILL TO A.I.M. THEY ARE OF LITTLE IMPORTANCE TO ME.
SELF-PRESERVATION IS PRIORITY ONE.
FAREWELL.
SOMETHING WRONG! I CAN'T--
YEARRRGH!
CACHE IS ESSENTIALLY A DIGITIZED ENTITY CAPABLE OF TRANSMITTING HIMSELF ANYWHERE HE DESIRES.
HELLLPPP MEEEEE!
CAP? WHAT HAVE YOU DONE?
SOMETHING IS BLOCKING HIM. SOMETHING PAINFUL.
THIS ISN'T MY DOING, SHARON!

CHALK THIS ONE UP TO YOUR PALS IN INTEL-LIGENCE.
REMEMBER THAT CACHE WAS A PRISONER ONCE. I GOT A LOOK AT THE SCANS THEY TOOK OF HIM AND REALIZED HE HAS A SINGULARLY UNIQUE DIGITAL SIGNATURE.
SO I BUILT THIS! PART CELL PHONE AND PART STORAGE DEVICE!
HE'S... INSIDE?
A SOLID STREAM OF DATA THAT CAN'T ESCAPE.
THINK OF THE PROCESS AS A GLORIFIED SCREEN CAPTURE.
NICE WORK, CAM. YOUR GRANDFATHER WOULD [redacted] PROUD.
THANKS. NOW ALL [redacted] HAVE TO DO IS FIND THE BOSS!
PERHAPS HE WILL FIND YOU.
IT CAN'T BE!

SHOCKED TO SEE THE DIRECTOR OF A.I.M. IN MANDROID ARMOR? YOU SHOULDN'T BE.
A GOOD WEAPON AND AN EVEN BETTER MODE OF TRANSPORTATION.
WE PURCHASED THE PLANS FROM THE RED SKULL, WHO GOT THEM BY PILFERING YOUR PRECIOUS HELICARRIER'S DATA FILES!
BUT NOT GOOD ENOUGH TO STOP ME FROM HITCHING A RIDE!

YOU WANT TO DO THIS THE EASY WAY OR THE HARD WAY?
THIS ARMOR IS SUPERIOR TO ANYTHING YOU CAN POSSIBLY MUSTER, AVENGER!
KRAKTT
WE'LL SEE.
SPTANNNG
YOU THINK YOURSELF SAFE BECAUSE YOU'RE HIDDEN FROM MY ARMOR'S BLASTERS.
FORTUNATELY, THE FEEDBACK I CAN GENERATE IS EVEN MORE LETHAL.
ARRGH!
FEELS LIKE A HUNDRED PITCHFORKS... TEARING INTO ME!
ONE CHANCE BEFORE IT'S TOO LATE.
HAVE TO PUMP EVERYTHING I'VE GOT INTO ONE BLOW!

STRONG ENOUGH TO SHATTER HIS BATTERY PACK!
IDIOT!
ZAKKA KACHAKKK
YOU'LL KILL US BOTH!
IF THAT'S WHAT IT TAKES TO DESTROY A.I.M.--
--SO BE IT!
WUMPFF
THE SNOW-DRIFT SAVES US.

HAVE TO MAKE MY MOVE BEFORE HE SWITCHES TO AN AUXILIARY BATTERY.

THIS MYSTERY MAN ESCAPED ME ONCE BEFORE. I WON'T LET IT HAPPEN AGAIN.
I WON'T LET THEM CREATE ANOTHER PROTO-CIDE.

I'M SO ABSORBED BY THE SINGLE THOUGHT--
--THAT I DON'T NOTICE THE HELICOPTER LAND-ING BEHIND ME.

MAYBE IT'S THAT OBSESSION THAT KEEPS ME FROM REALIZING THE OBVIOUS...FROM REALIZING THAT I'M ON A FARM IN THE MIDDLE OF IOWA.

AND THAT KEEPS ME FROM REMEMBERING SOMEONE ELSE WAS HEADING FOR IOWA AS WELL.

BACK OFF! GET AWAY FROM HIM!
UNLESS YOU GLORIFIED STORM TROOPERS AND VIGILANTES HAVE AN ARREST WARRANT, I'D ADVISE YOU TO STAND DOWN!
EITHER THAT, OR I'LL SUE YOU INTO THE GROUND!
I'M CONNIE FERRARI, LEGAL REPRESENTATIVE OF THE MAN YOU'RE PURSUING.
AS FAR AS I'M CONCERNED, CHET MADDEN ISN'T GUILTY OF ANYTHING.
YOU OVER-ZEALOUS COPS ARE, AND I'LL PROVE IT IN COURT!
NEXT MONTH: A TRIAL OF THE SOUL, AS THE ONE PERSON CLOSEST TO STEVE ROGERS SUDDENLY BECOMES AN ENEMY OF CAPTAIN AMERICA!